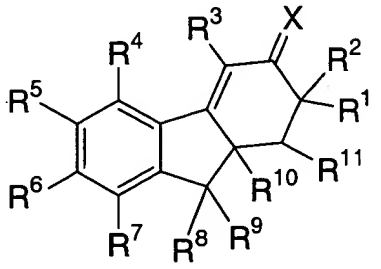
IN THE CLAIMS:

1. (Currently Amended) A compound of the formula:



wherein X is selected from the group consisting of: O, N-OR^a, N-NR^{a}R^b and C_{1-6} alkylidene, wherein said alkylidene group is unsubstituted or substituted with a group selected from hydroxy, amino, O(C_{1-4}alkyl), NH(C_{1-4}alkyl), or N(C_{1-4}alkyl)$_2$;

R^1 is selected from the group consisting of hydrogen, C_{1-6}alkyl, C_{2-6}alkenyl, and C_{2-6}alkynyl, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^c, SR^c, NR^{b}R^c ,C(=O)R^c, C(=O)CH_2OH, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), NH(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H, and C(O)(C_{1-4}alkyl);

R^2 is selected from the group consisting of hydrogen, hydroxy, iodo, O(C=O)R^c, C(=O)R^c, CO_2R^c, C_{1-6}alkyl, C_{2-6}alkenyl, and C_{2-6}alkynyl, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^c, SR^c, NR^{b}R^c ,C(=O)R^c, C(=O)CH_2OH, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), NH(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H, and C(O)(C_{1-4}alkyl);
or R^1 and R^2, when taken together with the carbon atom to which they are attached, form a carbonyl group;

or R^1 and R^2, when taken together, form a C_{1-6} alkylidene group, wherein said alkylidene group is either unsubstituted or substituted with a group selected from the group consisting of hydroxy, $O(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of $C_{1-4}alkyl$, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

R^3 is selected from the group consisting of fluoro, chloro, bromo, iodo, cyano, NR^aR^c, OR^a, $C(=O)R^a$, CO_2R^c, $CONR^aR^c$, SR^a, $S(=O)R^a$, SO_2R^a, $C_{1-10}alkyl$, $C_{2-10}alkenyl$, $C_{2-10}alkynyl$, $C_{3-7}cycloalkyl$, ~~4-7 membered heterocycloalkyl,~~ oxiranyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholoinyl, cycloalkylalkyl, aryl, ~~heteroaryl,~~ pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl, purinyl and arylalkyl, ~~and heteroarylalkyl,~~ wherein said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl and purinyl ~~and heteroaryl~~ groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, iodo, cyano, OR^a, NR^aR^c, $O(C=O)R^a$, $O(C=O)NR^aR^c$, $NR^a(C=O)R^c$, $NR^a(C=O)OR^c$, $C(=O)R^a$, CO_2R^a, $CONR^aR^c$, $CSNR^aR^c$, SR^a, $S(O)R^a$, SO_2R^a, $SO_2NR^aR^c$, YR^d, and ZYR^d ;

R^4 is selected from the group consisting of hydrogen and fluoro;

R^5 is selected from the group consisting of hydrogen, fluoro, chloro, bromo, methyl, amino, OR^b, OR^a, $O(C=O)R^c$, $O(C=O)OR^c$, and $NH(C=O)R^c$;

R^6 is selected from the group consisting of hydrogen, fluoro, chloro, bromo, methyl, OR^b, OR^a, $O(C=O)R^c$, and $O(C=O)OR^c$;

R^7 is selected from the group consisting of hydrogen, OR^b, NR^bR^c, fluoro, chloro, bromo, iodo, cyano, nitro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, CF_3, and CHF_2;

R^8 and R^9 are each independently selected from the group consisting of hydrogen, C_{1-6}alkyl, C_{2-6}alkenyl, and C_{2-6}alkynyl,
or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a 3-5 membered cycloalkyl ring,
or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a carbonyl group;

R^{10} is selected from the group consisting of hydrogen, C_{1-10}alkyl, C_{2-10}alkenyl, C_{2-10}alkynyl, C_{3-6}cycloalkyl, cycloalkylalkyl, aryl, ~~heteroaryl,~~ pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl, purinyl and arylalkyl, ~~and heteroarylalkyl,~~ wherein said alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, aryl, ~~heteroaryl,~~ pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl, puriny and arylalkyl ~~and heteroarylalkyl~~ groups can be optionally substituted with a group selected from chloro, bromo, iodo, OR^b, SR^b, $C(=O)R^b$, or 1-5 fluoro,
or R^{10} and R^1, when taken together with the three intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl or cycloalkenyl ring which can be optionally substituted with 1 or 2 groups selected from oxo, hydroxy, or C_{1-6}alkyl;

R^{11} is selected from the group consisting of hydrogen and C_{1-4}alkyl;

R^a is selected from the group consisting of hydrogen, C_{1-10}alkyl, and phenyl,
wherein said alkyl group can be optionally substituted with a group selected from hydroxy, amino, $O(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, phenyl, or 1-5 fluoro, and
wherein said phenyl groups can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

R^b is selected from the group consisting of hydrogen, C_{1-10}alkyl, benzyl and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the

group consisting of C_{1-4}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), NH(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H, and C(O)(C_{1-4}alkyl);

R^c is selected from the group consisting of hydrogen, C_{1-10}alkyl and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), NH(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H, and C(O)(C_{1-4}alkyl);
or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;

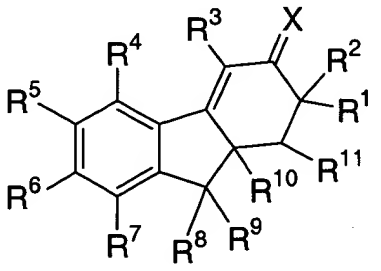
R^d is selected from the group consisting of NR^bR^c, OR^a, CO_2R^a, $O(C=O)R^a$, CN, $NR^c(C=O)R^b$, $CONR^aR^c$, $SO_2NR^aR^c$, and a 4-7 membered N-heterocycloalkyl ring that can be optionally interrupted by O, S, NR^c, or C=O;

Y is selected from the group consisting of CR^bR^c, C_{2-6} alkylene and C_{2-6} alkenylene, wherein said alkylene and alkenylene linkers can be optionally interrupted by O, S, or NR^c;

Z is selected from the group consisting of O, S, NR^c, C=O, O(C=O), (C=O)O, $NR^c(C=O)$ or $(C=O)NR^c$;

or a pharmaceutically acceptable salt or stereoisomer thereof.

2. (Currently Amended) A compound of the formula:



wherein X is selected from the group consisting of O and N-OR^a;

R^1 is selected from the group consisting of hydrogen and C_{1-6}alkyl, wherein said alkyl group is either unsubstituted or substituted with a group selected from OR^c or $C(=O)R^c$;

R^2 is selected from the group consisting of hydrogen, hydroxy, iodo, and C_{1-6}alkyl, wherein said alkyl group is either unsubstituted or substituted with a group selected from OR^c or $C(=O)R^c$;

R^3 is selected from the group consisting of chloro, bromo, iodo, cyano, C_{1-10}alkyl, C_{2-10}alkenyl, aryl, ~~and heteroaryl,~~ pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl and purinyl wherein said alkyl, alkenyl, aryl, ~~and heteroaryl~~ pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl and purinyl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, iodo, cyano, OR^a, NR^aR^c, $C(=O)R^a$, CO_2R^c, $NR^aC(=O)R^c$, $CONR^aR^c$, $CSNR^aR^c$, SR^a, YR^d, and ZYR^d;

R^4 is selected from the group consisting of hydrogen and fluoro;

R^5 and R^6 are each independently selected from the group consisting of hydrogen, fluoro, $O(C=O)R^c$ and OR^a;

R^7 is selected from the group consisting of hydrogen, NR^bR^c, chloro, bromo, nitro and C_{1-6}alkyl;

R^8 and R^9 are each independently selected from the group consisting of hydrogen and C_{1-6}alkyl;
or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a carbonyl group;

R^{10} is selected from the group consisting of hydrogen, C_{1-10}alkyl, C_{2-10}alkenyl, C_{3-6}cycloalkyl and cycloalkylalkyl, wherein said alkyl, alkenyl, cycloalkyl and cycloalkylalkyl groups can be optionally substituted with a group selected from OR^b, SR^b, $C(=O)R^b$, or 1-5 fluoro;
or R^{10} and R^1, when taken together with the three intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl ring which can be optionally substituted with C_{1-6}alkyl;

R^{11} is selected from the group consisting of hydrogen and C_{1-4}alkyl;

R^a is selected from the group consisting of hydrogen, C_{1-10}alkyl, and phenyl, wherein said alkyl group can be optionally substituted with a group selected from hydroxy, amino, $O(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, phenyl, or 1-5 fluoro;

R^b is selected from the group consisting of hydrogen, C_{1-10}alkyl, benzyl and phenyl;

R^c is selected from the group consisting of hydrogen and C_{1-10}alkyl and phenyl; or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;

R^d is selected from the group consisting of NR^bR^c, OR^a, CO_2R^a, $O(C=O)R^a$, CN, $NR^c(C=O)R^b$, $CONR^aR^c$, $SO_2NR^aR^c$, and a 4-7 membered N-heterocycloalkyl ring that can be optionally interrupted by O, S, NR^c, or C=O;

Y is selected from the group consisting of CR^bR^c, C_{2-6} alkylene and C_{2-6} alkenylene, wherein said alkylene and alkenylene linkers can be optionally interrupted by O, S, or NR^c;

Z is selected from the group consisting of O, S, NR^c, C=O, O(C=O), (C=O)O, $NR^c(C=O)$ or $(C=O)NR^c$;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Previously Amended) The compound according to Claim 2, wherein X is selected from the group consisting of O, N-OH and $N\text{-}OCH_3$, or a pharmaceutically acceptable salt or stereoisomer thereof.

4. (Previously Amended) The compound according to Claim 3, wherein R^6 is selected from the group consisting of OR^a and $O(C=O)R^c$ or a pharmaceutically acceptable salt or stereoisomer thereof.

5. (Currently Amended) The compound according to Claim 4, wherein R^3 is selected from the group consisting of hydrogen, chloro, bromo, iodo, cyano, C_{1-10}alkyl, aryl ~~and heteroaryl~~, pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl and purinyl wherein said alkyl, aryl, ~~and heteroaryl~~

pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, pyridyl, pyrimidinyl, pyrazinyl, benzimidazolyl, indolyl and purinyl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, cyano, NR^aR^c, $C(=O)R^a$, CO_2R^c, $CONR^aR^c$, SR^a, YR^d, and ZYR^d , or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Previously Amended) The compound according to Claim 1 selected from the group consisting of:

4-bromo-7-hydroxy-9a-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(3*E*)-9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one oxime;

9a-[(1*E*)-1-butenyl]-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-9a-butyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-9a-butyl-3-methylene-2,3,9,9a-tetrahydro-1*H*-fluoren-7-ol;

9a-butyl-4-cyano-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-benzyl-9a-butyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a butyl-7-hydroxy-4-(2-thienyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-ene;

9a-butyl-7-hydroxy-4-{4-[2-(1-piperidinyl)ethoxy]phenyl}-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

9a-butyl-7-hydroxy-4-(4-hydroxyphenyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*E*)-3-[4-(9a-butyl-7-hydroxy-3-oxo-2,3,9,9a-tetrahydro-1*H*-fluoren-4-yl)phenyl]-2-propenoic acid;

9a-butyl-7-hydroxy-8-methyl-1,2,9,9a-3*H*-tetrahydro-fluoren-3-one;

4-bromo-9a-butyl-7-hydroxy-8-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a butyl-4,8-dimethyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-9a-butyl-2,4-dimethyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*RS*)-9a-butyl-2,4-dimethyl-7-hydroxy-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-2,2,4-trimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*RS*)-9a-butyl-7-hydroxy-2-iodo-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*RS*)-9a-butyl-2,7-dihydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*RS*,9a*SR*)-9a-butyl-7-hydroxy-2-(2-hydroxyethyl)-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-2-allyl-9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*RS*,9a*SR*)-9a-butyl-7-hydroxy-2-(3-hydroxy-2-oxopropyl)-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(9*SR*,9a*SR*)-7-hydroxy-4-methyl-9-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-7-hydroxy-4-(trifluoromethyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-acetyl-9a-butyl-8-chloro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-4-cyano-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4-ethyl-6-fluoro-7-hydroxy-8-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-6-fluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-4-ethyl-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-9a-butyl-8-chloro-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-6-fluoro-7-hydroxy-4-(trifluoromethyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

2-hydroxy-5-methylgibba-1(10a),2,4,4b-tetraen-6-one;

4-bromo-9a-butyl-3-oxo-2,3,9,9a-1*H*-fluoren-7-yl pivalate;

7-hydroxy-4,9a-dimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

7-hydroxy-4-methyl-9a-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

7-hydroxy-9a-isobutyl-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4-ethyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4,9a-dibutyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4-chloro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-iodo-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-trifluoromethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-phenyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4-(2-furyl)-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

7-hydroxy-9a-(3-iodopropyl)-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

7-hydroxy-4-methyl-9a-(2-methyl-1-propenyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4-{4-[2-(dimethylamino)ethoxy]phenyl}-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

9a-butyl-4-{4-[2-(diethylamino)ethoxy]-phenyl}-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

9a-butyl-7-hydroxy-4-{4-[2-(1-pyrrolidinyl)ethoxy]phenyl}-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

9a-butyl-7-hydroxy-4-{4-[2-(4-morpholinyl)ethoxy]phenyl}-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

9a-butyl-4-{4-[3-(dimethylamino)propoxy]-phenyl}-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

9a-butyl-7-hydroxy-4-{4-[3-(1-piperidinyl)propoxy]phenyl}-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one hydrochloride;

(3*E*)-9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one *O*-methyloxime;

(2*SR*,9a*SR*)-9a-butyl-2-ethyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-9a-butyl-7-hydroxy-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-9a-butyl-7-hydroxy-4-methyl-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-4,9a-dibutyl-7-hydroxy-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-4-bromo-9a-butyl-7-hydroxy-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*RS*,9a*SR*)-9a-butyl-7-hydroxy-2-(2-oxoethyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-2,9a-dibutyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*RS*,9a*RS*)-9a-butyl-7-hydroxy-2,4-dimethyl-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-2,2-dipropyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-methyl-2,2-dipropyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*RS*)-9a-butyl-2,7-dihydroxy-4-methyl-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-9a-butyl-2,2-diethyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-7-hydroxy-2,4,9a-trimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-7-hydroxy-4,9a-dimethyl-2-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

(2*SR*,9a*SR*)-9a-butyl-8-chloro-2-ethyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-chloro-9a-ethyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-9a-ethyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-7-hydroxy-4,8-dimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-chloro-7-hydroxy-4-methyl-9a-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-7-hydroxy-4-methyl-9a-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

7-hydroxy-4,8-dimethyl-9a-propyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-chloro-7-hydroxy-4-methyl-9a-[(1*E*)-1-propenyl]-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4,8-dimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-4-methyl-8-nitro-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-amino-9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;
9a-butyl-7-hydroxy-4-(4-hydroxyphenyl)-8-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-7-hydroxy-8-methyl-4-{4-[2-piperidinyl)-ethoxy]phenyl}-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-7-hydroxy-9a-propyl-1*H*-fluorene-3,9(2*H*,9a*H*)-dione;

4,8-dibromo-7-hydroxy-9a-propyl-1*H*-fluorene-3,9(2*H*,9a*H*)-dione;

4-bromo-9a-butyl-7-hydroxy-6-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-8-chloro-4-methyl-3-oxo-2,3,9,9a-tetrahydro-1*H*-fluoren-7-yl pivalate;

9a-butyl-6,8-difluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4-ethyl-6,8-difluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-9a-butyl-6,8-difluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-9a-butyl-4-chloro-8-difluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-butyl-4,8-dibromo-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-6-fluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-6,8-difluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-chloro-9a-ethyl-6-fluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-9a-ethyl-6-fluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-6-fluoro-7-hydroxy-4,8-dimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4,9a-diethyl-6,8-difluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-8-chloro-9a-ethyl-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-bromo-8-chloro-9a-(cyclopentylmethyl)-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-5-fluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-9a-ethyl-5-fluoro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-6,7-dihydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

8-bromo-9a-ethyl-6,7-dihydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-6-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

9a-ethyl-6-hydroxy-4-vinyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

4-allyl-9a-ethyl-6-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

2-hydroxy-5-methyl-7,8,9,10-tetrahydro-7,10a-methanocycloocta[*a*]inden-6(11*H*)-one;

7-amino-4-bromo-9a-butyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

7-amino-4,8-dibromo-9a-ethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one;

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier.

8. (Original) A pharmaceutical composition made by combining a compound according to Claim 1 and a pharmaceutically acceptable carrier.

9. (Original) A process for making a pharmaceutical composition comprising combining a compound according to Claim 1 and a pharmaceutically acceptable carrier.

10. (Original) A method of eliciting an estrogen receptor modulating effect in a mammal in need thereof, comprising administering to the mammal a therapeutically effective amount of a compound according to Claim 1.

11. (Original) The method according to Claim 10 wherein the estrogen receptor modulation effect is an estrogen receptor antagonizing effect.

12. (Original) The method according to Claim 11 wherein the estrogen receptor antagonizing effect is an ERα receptor antagonizing effect.

13. (Original) The method according to Claim 11 wherein the estrogen receptor antagonizing effect is an ERβ receptor antagonizing effect.

14. (Original) The method according to Claim 11 wherein the estrogen receptor antagonizing effect is a mixed ERα and ERβ receptor antagonizing effect.

15. (Original) The method according to Claim 10 wherein the estrogen receptor modulation effect is an estrogen receptor agonizing effect.

16. (Original) The method according to Claim 15 wherein the estrogen receptor agonizing effect is an ERα receptor agonizing effect.

17. (Original) The method according to Claim 15 wherein the estrogen receptor agonizing effect is an ERβ receptor agonizing effect.

18. (Original) The method according to Claim 15 wherein the estrogen receptor agonizing effect is a mixed ERα and ERβ receptor agonizing effect.

19. (Previously Amended) A method of treating hot flashes in a mammal in need thereof by administering to the mammal a therapeutically effective amount of a compound according to Claim 1.

20. (Previously Amended) A method of treating anxiety in a mammal in need thereof by administering to the mammal a therapeutically effective amount of a compound according to Claim 1.

21. (Previously Amended) A method of treating depression in a mammal in need thereof by administering to the mammal a therapeutically effective amount of a compound according to Claim 1.

22. (Previously Added) The compound of Claim 6 which is 9a-ethyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

23. (Previously Added) The compound of Claim 6 which is 9a-butyl-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

24. (Previously Added) The compound of Claim 6 which is 4-bromo-9a-butyl-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

25. (Previously Added) The compound of Claim 6 which is 9a-butyl-8-chloro-7-hydroxy-4-methyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

26. (Previously Added) The compound of Claim 6 which is 9a-butyl-8-chloro-4-cyano-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

27. (Previously Added) The compound of Claim 6 which is 9a-ethyl-6-fluoro-7-hydroxy-4,8-dimethyl-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

28. (Previously Added) The compound of Claim 6 which is 4-bromo-8-chloro-9a-ethyl-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

29. (Previously Added) The compound of Claim 6 which is 4-bromo-9a-butyl-8-chloro-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

30. (Previously Added) The compound of Claim 6 which is 9a-butyl-8-chloro-6-fluoro-7-hydroxy-4-(trifluoromethyl)-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

31. (Previously Added) The compound of Claim 6 which is 4-bromo-8-chloro-9a-(cyclopentylmethyl)-6-fluoro-7-hydroxy-1,2,9,9a-tetrahydro-3*H*-fluoren-3-one or a pharmaceutically acceptable salt or stereoisomer thereof.

32. (Previously Added) A pharmaceutical composition comprising a compound of Claim 1 and an organic bisphosphonate or a cathepsin K inhibitor, or a pharmaceutically acceptable salt or mixture thereof.

33. (Previously Added) The composition of Claim 32 wherein the bisphosphonate is selected from alendronate, clodronate, etidronate, ibandronate,

incadronate, minodronate, neridronate, risedronate, piridronate, pamidronate, tiludronate, zoledronate, pharmaceutically acceptable salts, esters or mixtures thereof.

34. (Previously Added) The composition of Claim 33 wherein the bisphosphonate is alendronate.

35. (Previously Added) A method of treating hot flashes comprising administering to a mammal in need thereof a compound of Claim 1 and an organic bisphosphonate or a cathepsin K inhibitor, or a pharmaceutically acceptable salt or mixture thereof.

36. (Previously Added) The method of Claim 35 wherein the bisphosphonate is selected from alendronate, clodronate, etidronate, ibandronate, incadronate, minodronate, neridronate, risedronate, piridronate, pamidronate, tiludronate, zoledronate, pharmaceutically acceptable salts, esters or mixtures thereof.

37. (Previously Added) The method of Claim 36 wherein the bisphosphonate is alendronate.

38. (Previously Added) A method of treating depression comprising administering to a mammal in need thereof a compound of Claim 1 and an organic bisphosphonate or a cathepsin K inhibitor, or a pharmaceutically acceptable salt or mixture thereof.

39. (Previously Added) The method of Claim 38 wherein the bisphosphonate is selected from alendronate, clodronate, etidronate, ibandronate, incadronate, minodronate, neridronate, risedronate, piridronate, pamidronate, tiludronate, zoledronate, pharmaceutically acceptable salts, esters or mixtures thereof.

40. (Previously Added) The method of Claim 39 wherein the bisphosphonate is alendronate.